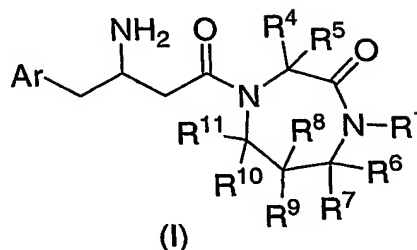


WHAT IS CLAIMED IS:

1. A compound of the formula I:



- 5 or a pharmaceutically acceptable salt thereof; wherein each n is independently 0, 1, or 2;

Ar is phenyl substituted with one to five R³ substituents;

- 10 R¹ is selected from the group consisting of hydrogen,

C₁₋₁₀ alkyl, wherein alkyl is unsubstituted or substituted with one to five substituents independently selected from halogen, hydroxy, C₁₋₆ alkoxy, carboxy, C₁₋₆ alkyloxycarbonyl, and phenyl-C₁₋₃ alkoxy, wherein alkoxy is unsubstituted or substituted with one to five halogens,

15 (CH₂)_n-aryl, wherein aryl is unsubstituted or substituted with one to five substituents independently selected from halogen, CN, hydroxy, R², OR², NHSO₂R², NR²SO₂R², SO₂R², CO₂H, and C₁₋₆ alkyloxycarbonyl,

20 (CH₂)_n-heteroaryl, wherein heteroaryl is unsubstituted or substituted with one to three substituents independently selected from hydroxy, halogen, C₁₋₆ alkyl, and C₁₋₆ alkoxy, wherein alkyl and alkoxy are unsubstituted or substituted with one to five halogens,

(CH₂)_n-heterocyclyl, wherein heterocyclyl is unsubstituted or substituted with one to three substituents independently selected from oxo, hydroxy, halogen, C₁₋₆ alkyl, and C₁₋₆ alkoxy, wherein alkyl and alkoxy are unsubstituted or substituted with one to five halogens,

25 (CH₂)_n-C₃₋₆ cycloalkyl, wherein cycloalkyl is unsubstituted or substituted with one to three substituents independently selected from halogen, hydroxy, C₁₋₆ alkyl, and C₁₋₆ alkoxy, wherein alkyl and alkoxy are unsubstituted or substituted with one to five halogens; and

wherein any methylene (CH₂) carbon atom in (CH₂)_n is unsubstituted or substituted with one to two groups independently selected from halogen, hydroxy, and C₁₋₄ alkyl unsubstituted or substituted with one to five halogens;

- 5 each R³ is independently selected from the group consisting of
hydrogen,
halogen,
cyano,
hydroxy,
10 C₁₋₆ alkyl, unsubstituted or substituted with one to five halogens,
C₁₋₆ alkoxy, unsubstituted or substituted with one to five halogens,
carboxy,
alkoxycarbonyl,
amino,
15 NHR²,
NR²R²,
NHSO₂R²,
NR²SO₂R²,
NHCOR²,
20 NR²COR²,
NHCO₂R²,
NR²CO₂R²,
SO₂R²,
SO₂NH₂,
25 SO₂NHR², and
SO₂NR²R²;

each R² is independently C₁₋₆ alkyl, unsubstituted or substituted with one to five substituents independently selected from halogen, CO₂H, and C₁₋₆ alkyloxycarbonyl;

- 30 R⁴, R⁶, and R¹⁰ are each independently selected from the group consisting of:
hydrogen,
cyano,
carboxy,
35 C₁₋₆ alkyloxycarbonyl,

C₁₋₁₀ alkyl, unsubstituted or substituted with one to five substituents independently selected from halogen, hydroxy, C₁₋₆ alkoxy, carboxy,

C₁₋₆ alkyloxycarbonyl, and phenyl-C₁₋₃ alkoxy, wherein alkoxy is unsubstituted or substituted with one to five halogens,

(CH₂)_n-aryl, wherein aryl is unsubstituted or substituted with one to five substituents independently selected from halogen, hydroxy, C₁₋₆ alkyl, and C₁₋₆ alkoxy, wherein alkyl and alkoxy are unsubstituted or substituted with one to five halogens,

(CH₂)_n-heteroaryl, wherein heteroaryl is unsubstituted or substituted with one to three substituents independently selected from hydroxy, halogen, C₁₋₆ alkyl, and C₁₋₆ alkoxy, wherein alkyl and alkoxy are unsubstituted or substituted with one to five halogens,

(CH₂)_n-heterocyclyl, wherein heterocyclyl is unsubstituted or substituted with one to three substituents independently selected from oxo, hydroxy, halogen, C₁₋₆ alkyl, and C₁₋₆ alkoxy, wherein alkyl and alkoxy are unsubstituted or substituted with one to five halogens,

(CH₂)_n-C₃₋₆ cycloalkyl, wherein cycloalkyl is unsubstituted or substituted with one to three substituents independently selected from halogen, hydroxy, C₁₋₆ alkyl, and C₁₋₆ alkoxy, wherein alkyl and alkoxy are unsubstituted or substituted with one to five halogens,

(CH₂)_nCONR¹²R¹³, wherein R¹² and R¹³ are independently selected from the group consisting of hydrogen, tetrazolyl, thiazolyl, (CH₂)_n-phenyl, (CH₂)_n-C₃₋₆ cycloalkyl, and C₁₋₆ alkyl, wherein alkyl is unsubstituted or substituted with one to five halogens and wherein phenyl and cycloalkyl are unsubstituted or substituted with one to five substituents independently selected from halogen, hydroxy, C₁₋₆ alkyl, and C₁₋₆ alkoxy, wherein alkyl and alkoxy are unsubstituted or substituted with one to five halogens; or wherein R¹² and R¹³ together with the nitrogen atom to which they are attached form a heterocyclic ring selected from azetidine, pyrrolidine, piperidine, piperazine, and morpholine wherein said heterocyclic ring is unsubstituted or substituted with one to five substituents independently selected from halogen, hydroxy, C₁₋₆ alkyl, and C₁₋₆ alkoxy,

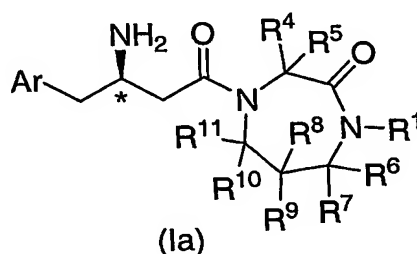
wherein alkyl and alkoxy are unsubstituted or substituted with one to five halogens; and wherein any methylene (CH₂) carbon atom in (CH₂)_n is unsubstituted or substituted with one to two groups independently selected from halogen, hydroxy, and C₁₋₄ alkyl unsubstituted or substituted with one to five halogens;

R⁸ is selected from the group consisting of halogen, hydroxy, and R⁴;

R⁵, R⁷ and R¹¹ are each independently hydrogen or C₁₋₆ alkyl; or wherein R⁷ and R¹ together with the nitrogen atom to which R¹ is attached form a heterocyclic ring selected from azetidine, pyrrolidine and piperidine wherein said heterocyclic ring is unsubstituted or substituted with one to five substituents independently selected from halogen, hydroxy, C₁₋₆ alkyl, and C₁₋₆ alkoxy, wherein alkyl and alkoxy are unsubstituted or substituted with one to five halogens; and

R⁹ is selected from the group consisting of hydrogen, hydroxy, halogen, or C₁₋₆ alkyl; with the proviso that at least one of R⁶, R⁷, R⁸ and R⁹ is not hydrogen.

2. The compound of Claim 1 of the formula Ia:



wherein the carbon atom marked with an * has the *R* configuration.

3. The compound of Claim 1 wherein R³ is selected from the group consisting of hydrogen, fluoro, chloro, bromo, trifluoromethyl, and methyl.

4. The compound of Claim 3 wherein R³ is hydrogen, chloro, or fluoro.

5. The compound of Claim 1 wherein R¹ is selected from the group consisting of hydrogen, C₁₋₆ alkyl, wherein alkyl is unsubstituted or substituted with one to five substituents independently selected from halogen, hydroxy, C₁₋₆ alkoxy, carboxy, C₁₋₆ alkyloxycarbonyl, and phenyl-C₁₋₃ alkoxy, wherein alkoxy is unsubstituted or substituted with one to five halogens, and (CH₂)_n-C₃₋₆ cycloalkyl, wherein cycloalkyl is unsubstituted or substituted with one to three substituents independently selected from halogen, hydroxy, C₁₋₆ alkyl, and C₁₋₆ alkoxy, wherein alkyl and alkoxy are unsubstituted or substituted with one to five halogens; and

wherein any methylene (CH₂) carbon atom in (CH₂)_n is unsubstituted or substituted with one to two groups independently selected from halogen, hydroxy, and C₁₋₄ alkyl unsubstituted or substituted with one to five halogens.

5 6. The compound of Claim 5 wherein R¹ is selected from the group consisting of hydrogen, methyl, and cyclopropyl.

7. The compound of Claim 6 wherein R¹ is hydrogen.

10 8. The compound of Claim 1 wherein R⁴ is selected from the group consisting of:
hydrogen,
C₁₋₆ alkyl, unsubstituted or substituted with one to five substituents independently selected from
halogen, hydroxy, C₁₋₆ alkoxy, carboxy, C₁₋₆ alkyloxycarbonyl, and phenyl-C₁₋₃
alkoxy, wherein alkoxy is unsubstituted or substituted with one to five halogens,
15 (CH₂)_n-aryl, wherein aryl is unsubstituted or substituted with one to five substituents
independently selected from halogen, hydroxy, C₁₋₆ alkyl, and C₁₋₆ alkoxy, wherein
alkyl and alkoxy are unsubstituted or substituted with one to five halogens,
(CH₂)_n-heteroaryl, wherein heteroaryl is unsubstituted or substituted with one to three
substituents independently selected from hydroxy, halogen, C₁₋₆ alkyl, and C₁₋₆ alkoxy,
20 wherein alkyl and alkoxy are unsubstituted or substituted with one to five halogens,
(CH₂)_n-C₃₋₆ cycloalkyl, wherein cycloalkyl is unsubstituted or substituted with one to three
substituents independently selected from halogen, hydroxy, C₁₋₆ alkyl, and C₁₋₆ alkoxy,
wherein alkyl and alkoxy are unsubstituted or substituted with one to five halogens; and
wherein any methylene (CH₂) carbon atom in (CH₂)_n is unsubstituted or substituted with one to two
25 groups independently selected from halogen, hydroxy, and C₁₋₄ alkyl unsubstituted or substituted with
one to five halogens.

9. The compound of Claim 8 wherein R⁴ is selected from the group consisting of:
hydrogen,
30 CH₃,
CH₂CH₃,
CH₂CF₃,
CH₂(2-pyridyl),
CH₂Ph,
35 CH₂(2-F-Ph),

CH₂(2-Me-Ph), and
CH₂(2-CF₃-Ph).

10. The compound of Claim 1 wherein R⁶ is selected from the group consisting of:
5 hydrogen,
C₁₋₆ alkyl, unsubstituted or substituted with one to five substituents independently selected from
halogen, hydroxy, C₁₋₆ alkoxy, carboxy, C₁₋₆ alkyloxycarbonyl, and phenyl-C₁₋₃
alkoxy, wherein alkoxy is unsubstituted or substituted with one to five halogens,
(CH₂)_n-aryl, wherein aryl is unsubstituted or substituted with one to five substituents
10 independently selected from halogen, hydroxy, C₁₋₆ alkyl, and C₁₋₆ alkoxy, wherein
alkyl and alkoxy are unsubstituted or substituted with one to five halogens,
(CH₂)_n-heteroaryl, wherein heteroaryl is unsubstituted or substituted with one to three
substituents independently selected from hydroxy, halogen, C₁₋₆ alkyl, and C₁₋₆ alkoxy,
wherein alkyl and alkoxy are unsubstituted or substituted with one to five halogens,
15 (CH₂)_n-C₃₋₆ cycloalkyl, wherein cycloalkyl is unsubstituted or substituted with one to three
substituents independently selected from halogen, hydroxy, C₁₋₆ alkyl, and C₁₋₆ alkoxy,
wherein alkyl and alkoxy are unsubstituted or substituted with one to five halogens; and
wherein any methylene (CH₂) carbon atom in (CH₂)_n is unsubstituted or substituted with one to
20 two groups independently selected from halogen, hydroxy, and C₁₋₄ alkyl unsubstituted or
substituted with one to five halogens.

11. The compound of Claim 10 wherein R⁶ is selected from the group consisting of:
hydrogen,
C₁₋₆ alkyl, unsubstituted or substituted with one to five substituents independently selected from
25 halogen, hydroxy, C₁₋₆ alkoxy, carboxy, C₁₋₆ alkyloxycarbonyl, and phenyl-C₁₋₃
alkoxy, wherein alkoxy is unsubstituted or substituted with one to five halogens, and
(CH₂)_n-aryl, wherein aryl is unsubstituted or substituted with one to five substituents
independently selected from halogen, hydroxy, C₁₋₆ alkyl, and C₁₋₆ alkoxy, wherein
alkyl and alkoxy are unsubstituted or substituted with one to five halogens; and
30 wherein methylene (CH₂) carbon atom in (CH₂)_n is unsubstituted or substituted with one to two
groups independently selected from halogen, hydroxy, and C₁₋₄ alkyl unsubstituted or
substituted with one to five halogens.

12. The compound of Claim 11 wherein R⁶ is selected from the group consisting of:
35 hydrogen,

CH₃,
CH₂CH₃,
CF₃,
CH₂Ph, and
CH₂(2-F-Ph).

13. The compound of Claim 1 wherein R⁸ is selected from the group consisting of:
hydrogen,

hydroxy,

halogen, and

C₁₋₆ alkyl, unsubstituted or substituted with one to five substituents independently selected from
halogen, hydroxy, C₁₋₆ alkoxy, carboxy, C₁₋₆ alkyloxycarbonyl, and phenyl-C₁₋₃
alkoxy, wherein alkoxy is unsubstituted or substituted with one to five halogens.

14. The compound of Claim 13 wherein R⁸ is hydrogen.

15. The compound of Claim 1 wherein R¹⁰ is selected from the group consisting of:
hydrogen, and

C₁₋₆ alkyl, unsubstituted or substituted with one to five substituents independently selected from
halogen, hydroxy, C₁₋₆ alkoxy, carboxy, C₁₋₆ alkyloxycarbonyl, and phenyl-C₁₋₃
alkoxy, wherein alkoxy is unsubstituted or substituted with one to five halogens.

16. The compound of Claim 15 wherein R¹⁰ is hydrogen.

17. The compound of Claim 1 wherein R⁵, R⁷ and R¹¹ are each independently
selected from hydrogen and methyl.

18. The compound of Claim 17 wherein R⁵, R⁷ and R¹¹ are hydrogen.

19. The compound of Claim 1 wherein R⁹ is selected from hydrogen, halogen and
methyl.

20. The compound of Claim 19 wherein R⁹ is hydrogen.

21. The compound of Claim 19 wherein R⁹ is methyl and R⁵, R⁷, R⁸, R¹⁰, and R¹¹ are hydrogen.

5 22. The compound of Claim 21 wherein R⁴ is selected from the group consisting of:
hydrogen,
CH₃,
CH₂CH₃,
CH₂CF₃,
CH₂(2-pyridyl),
10 CH₂Ph,
CH₂(2-F-Ph),
CH₂(2-Me-Ph), and
CH₂(2-CF₃-Ph).

15 23. The compound of Claim 1 wherein R⁵, R⁷, R⁸, R⁹, R¹⁰, and R¹¹ are hydrogen, with the proviso that R⁶ is not hydrogen.

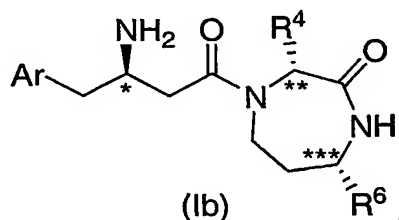
20 24. The compound of Claim 23 wherein R⁴ is selected from the group consisting of:
hydrogen,
CH₃,
CH₂CH₃,
CH₂CF₃,
CH₂(2-pyridyl),
CH₂Ph,
25 CH₂(2-F-Ph),
CH₂(2-Me-Ph), and
CH₂(2-CF₃-Ph); and

R⁶ is selected from the group consisting of:

30 CH₃,
CH₂CH₃,
CF₃,
CH₂Ph, and
CH₂(2-F-Ph).

35 25. The compound of Claim 24 wherein R¹ is hydrogen.

26. The compound of Claim 25 wherein the stereogenic carbon atoms marked with an ** and an *** have the stereochemistry as depicted in formula Ib:

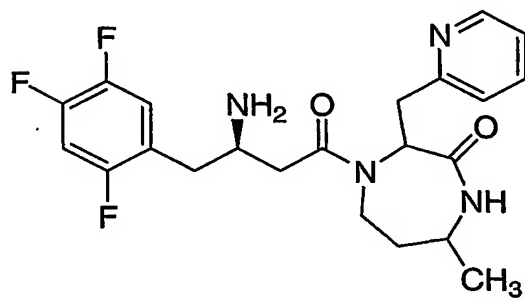
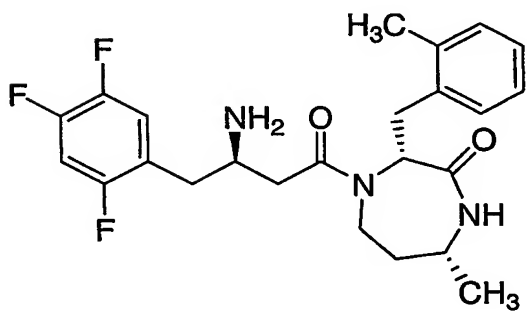
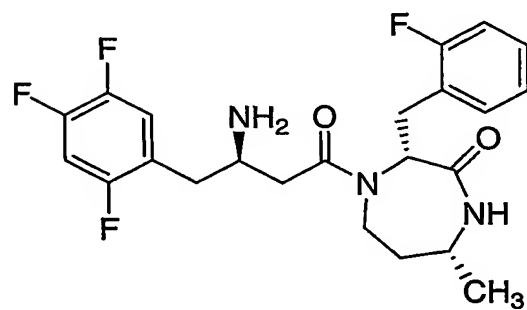
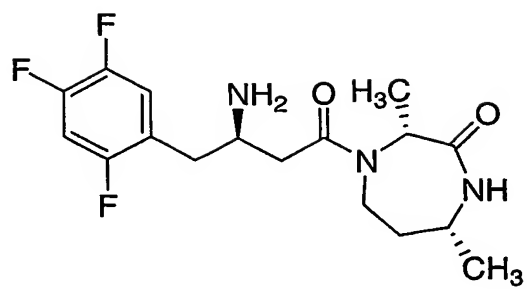


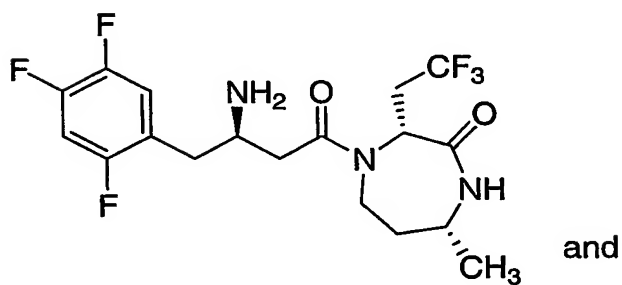
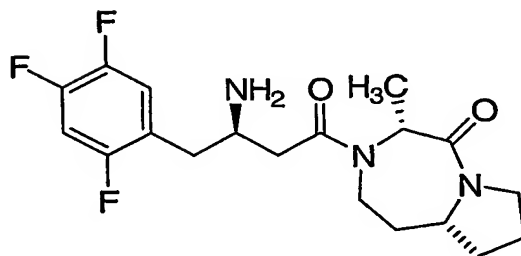
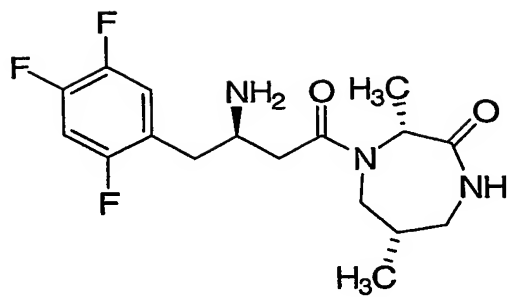
27. The compound of Claim 1 wherein R⁷ and R¹ together with the nitrogen atom to which R¹ is attached form a heterocyclic ring selected from azetidine, pyrrolidine and piperidine wherein said heterocyclic ring is unsubstituted or substituted with one to five substituents independently selected from halogen, hydroxy, C₁₋₆ alkyl, and C₁₋₆ alkoxy, wherein alkyl and alkoxy are unsubstituted or substituted with one to five halogens.

28. The compound of Claim 27 wherein R⁷ and R¹ together with the nitrogen atom to which R¹ is attached form a pyrrolidine ring.

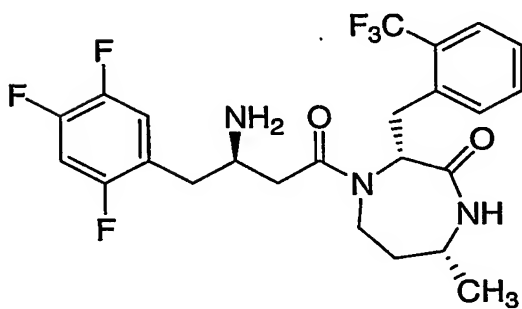
29. The compound of Claim 28 wherein R⁴ is selected from the group consisting of:
hydrogen,
CH₃,
CH₂CH₃,
CH₂CF₃,
CH₂(2-pyridyl),
CH₂Ph,
CH₂(2-F-Ph),
CH₂(2-Me-Ph), and
CH₂(2-CF₃-Ph).

30. A compound selected from the group consisting of:





and



;

or a pharmaceutically acceptable salt thereof.

- 5 31. A pharmaceutical composition which comprises a compound of Claim 1 and a pharmaceutically acceptable carrier.

32. Use of a compound in accordance with Claim 1 in the manufacture of a medicament for use in treating a condition selected from the group consisting of hyperglycemia, Type 2 diabetes, obesity, and a lipid disorder in a mammal.

5 33. The use according to Claim 32 wherein said lipid disorder is selected from the group consisting of dyslipidemia, hyperlipidemia, hypertriglyceridemia, hypercholesterolemia, low HDL, and high LDL.

10 34. The pharmaceutical composition of Claim 31 additionally comprising metformin.